EXHIBIT 1

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & Co., et al.,) Case No. 01-1139 (JFK)
) (Jointly Administered)
Debtors.)

NOTICE OF (A) NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL HOLDERS OF EQUITY SECURITIES AND (B) NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN EQUITY SECURITIES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN W. R. GRACE & CO.:

PLEASE TAKE NOTICE that on April 2, 2001 (the "Petition Date"), W.R. Grace & Co., together with certain of its subsidiaries and affiliates (collectively, the "Debtors"), commenced cases under Chapter 11 of Title 11 of the United States Code as amended from time to time (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that on October 25, 2004, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Order") imposing certain transfer restrictions on equity securities of W. R. Grace & Co. and approving the procedures set forth in the Order (the "Notice Procedures") to preserve the Debtor's net operating losses ("NOLs").

Any sale or other transfer of equity securities in W. R. Grace & Co. in violation of the Order or the Notice Procedures shall be null and void *ab initio* and shall confer no rights on the transferee.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Notice Procedures shall apply to holding, acquiring and disposing, and any other transfers of EQUITY SECURITIES IN W. R. GRACE & CO.

PLEASE TAKE FURTHER NOTICE that any person or entity may obtain a copy of the Order, the Notice Procedures and the forms of each of the required notices described therein by:

- 1. Contacting the Clerk's Office for the United States Bankruptcy Court for the District of Delaware at 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, 302-252-2900, Monday through Friday during the hours of 8:00 a.m. to 4:00 p.m., excluding Federal Holidays.
- 2. Contacting Kirkland & Ellis LLP, counsel to the Debtors, 200 E. Randolph Drive, Chicago, Illinois 60601, Attn.: Gregory W. Gallagher, Esq., 312-861-2087, ggallagher@kirkland.com.

PLEASE TAKE FURTHER NOTICE that parties in interest that oppose the interim relief granted in the Order becoming final must file an objection with the court and serve such objection on Debtors' counsel as outlined below on or before November 10, 2004 at 12:00 p.m. Eastern Time. In the event that no timely objections to the interim relief granted in the Order are filed, the relief provided in the Order shall be final and no further action of the court shall be required. In the event that any objections to the interim relief granted in the Order are filed, they will be heard at the Debtors' November 15, 2004 Omnibus Hearing at 12:00 p.m. in Delaware.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

Dated: October 27, 2004

W. R. GRACE & CO., et al.

KIRKLAND & ELLIS LLP

David M. Bernick, P.C.

Janet S. Baer

Samuel L. Blatnick

200 East Randolph Drive

Chicago, Illinois 60601

Telephone: (312) 861-2000

Facsimile: (312) 861-2200

and

By:

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

Laura Davis Jones (Bar No. 2436)

David W. Carickhoff, Jr. (Bar No. 3715)

919 North Market Street, 16th Floor

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession